

RECORDATION NO. 27985-A FILED

JUN 19 '09 -8 C 0 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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June 19, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: ICX No. 1395-026

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (ICX No. 1395-026), dated as of June 20, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (ICX No. 1395-026) being filed with the Board under Recordation Number 27985.

The names and addresses of the parties to the enclosed document are:

Assignor: ICX Corporation  
71 S. Wacker Drive, 28<sup>th</sup> Floor  
Chicago, IL 60606

Assignee: Natixis Real Estate Capital Inc.  
9 West 57<sup>th</sup> Street, 36<sup>th</sup> Floor  
New York, NY 10019

Anne K. Quinlan, Esquire  
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A description of the railroad equipment covered by the enclosed document is:

25 pieces of maintenance of way equipment: 5 Nordco CX-N Auto Spike Pullers S/Ns 410683-06, 410687-06, 410684-06, 410685-06 and 410686-06; 4 Superior Sales SHC6301 Scrap Hopper Carts S/Ns SHC49-06-5, SHC50-06-6, SHC46-06-3 and SHC47-06-4; 2 Nordco SP2R Spike Pullers S/Ns 310036-06 and 310037-06; 4 Nordco CX-N Bulk Spikers w/Nipper S/Ns 410690-06, 410691-06, 410688-06 and 410689-06; 4 West Side Tractor TCM-120c Magnet Cranes S/Ns FF120CX035750, FF120CX035752, FF120CX035734 and FF120CX035755; 5 Racine SAR S-Clippers S/Ns SAR-170-06, SAR-171-06, SAR-172-06, SAR-168-06 and SAR-169-06; and Racine DAAC Dual Anchor Adjuster Cribber DAC-001-06.

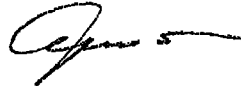
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (ICX No. 1395-026).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

(ICX - No. 1395)

This Memorandum of Lease Assignment, dated as of June 20, 2008 is made by ICX Corporation ("Assignor") and Natixis Real Estate Capital Inc. ("Assignee").

Pursuant to that certain Master Lease Agreement No. 1395, dated as of April 20, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 026 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.


ICX CORPORATION, Assignor

By Michael O'MalleyName Michael O'Malley  
Senior Vice President

Title \_\_\_\_\_

NATIXIS REAL ESTATE CAPITAL  
INC., AssigneeBy F. René MendezName F. René Mendez  
Managing Director

Title \_\_\_\_\_

  
Joseph F. Falcone III  
Director, Senior Counsel

State of Illinois     )  
                              ) ss:  
County of Cook        )

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Michael O'Malley, its Senior Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 21<sup>st</sup> day of May, 2009.



*Sarah Sanchez*  
Notary Public

State of New York )  
County of New York ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared  
Natixis Real Estate Capital Inc., a New York corporation (the "Corporation"), by F René Howder  
AND Joseph F. FRENE III, its who acknowledged  
that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act  
and deed, individually and as an officer of the Corporation, and the free act and deed of the  
Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at  
New York, NY, this 12<sup>th</sup> day of June, 2009.

Anne J. Equale  
Notary Public

ANNE J. EQUALE  
Notary Public, State of New York  
No. 41-4708818  
Qualified in Queens County  
Commission Expires 2/28/2010

**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE ASSIGNMENT**

1. Equipment Schedule: Equipment Schedule No. 026.

2. Initial Term: The Initial Term of Equipment Schedule No. 026 is 84 months commencing as of June 1, 2006.

3. Equipment: The Equipment covered by Equipment Schedule No. 026 consists of the following described property together with all additions, attachments, accessories and acccessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

Qty	Mfg	Model	Description	Serial Number	BNSF #
1	Nordeco	CX-N	Auto Spike Puller	410683-06	4400376
1	Nordeco	CX-N	Auto Spike Puller	410687-06	4400380
1	Nordeco	CX-N	Auto Spike Puller	410684-06	4400377
1	Nordeco	CX-N	Auto Spike Puller	410685-06	4400378
1	Nordeco	CX-N	Auto Spike Puller	410686-06	4400379
1	Superior Sales	SHC6301	Scrap Hopper Cart	SHC49-06-5	X8700049
1	Superior Sales	SHC6301	Scrap Hopper Cart	SHC50-06-6	X8700050
1	Superior Sales	SHC6301	Scrap Hopper Cart	SHC46-06-3	X8700046
1	Superior Sales	SHC6301	Scrap Hopper Cart	SHC47-06-4	X8700047
1	Nordeco	SP2R	Spike Puller	310036-06	X4700435
1	Nordeco	SP2R	Spike Puller	310037-06	X4700436
1	Nordeco	CX-N	Bulk Spiker w/Nipper	410690-06	X4400383
1	Nordeco	CX-N	Bulk Spiker w/Nipper	410691-06	X4400384
1	Nordeco	CX-N	Bulk Spiker w/Nipper	410688-06	X4400381
1	Nordeco	CX-N	Bulk Spiker w/Nipper	410689-06	X4400382
1	West Side Tractor	TCM-120c	Magnet Crane	FF120CX035750	X6000248
1	West Side Tractor	TCM-120c	Magnet Crane	FF120CX035752	X6000249
1	West Side Tractor	TCM-120c	Magnet Crane	FF120CX035734	X6000250
1	West Side Tractor	TCM-120c	Magnet Crane	FF120CX035755	X6000251
1	Racine	SAR	S-Clipper	SAR-170-06	X0100483
1	Racine	SAR	S-Clipper	SAR-171-06	X0100484
1	Racine	DAAC	Dual Anchor Adjuster Cribber	DAC-001-06	X0100485
1	Racine	SAR	S-Clipper	SAR-172-06	X0100498
1	Racine	SAR	S-Clipper	SAR-168-06	X0100496
1	Racine	SAR	S-Clipper	SAR-169-06	X0100497

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/19/09



\_\_\_\_\_  
Robert W. Alvord